

Company Number: 08998697

**THE COMPANIES ACT 2006  
PUBLIC COMPANY LIMITED BY SHARES**

**Notice of Resolutions passed on 23 May 2018 by**

**Allied Minds plc (the "Company")**

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At the Annual General Meeting of the Company duly convened and held at 11.00am on 23 May 2018 at the offices of DLA Piper UK LLP, 3 Noble Street, London, EC2V 7EE the following Resolutions were duly passed:-

**ORDINARY RESOLUTIONS**

**Resolution 10**

That the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to:

(a) allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares in the Company ("Rights") up to an aggregate nominal amount of £798,320.52 (being approximately one-third of the Company's existing issued ordinary share capital as at 19 March 2018, being the latest practicable date prior to the publication of this notice of meeting ("Notice")); and

(b) allot equity securities of the Company (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £798,320.52 (being approximately one-third of the Company's existing issued ordinary share capital as at 19 March 2018, being the latest practicable date prior to the publication of this Notice) in connection with an offer by way of a rights issue.

provided that (i) such authorities shall expire on the earlier of the conclusion of the Company's annual general meeting to be held in 2019 (the "2019 AGM") and 1 September 2019, and (ii) before such expiry, the Company may make any offer or agreement which would or might require shares or equity securities to be allotted or Rights to be granted after such expiry and the Directors may allot such shares or equity securities and grant such Rights pursuant to any such offer or agreement as if the authority conferred by this Resolution 10 had not expired. These authorities shall be in substitution for all existing authorities under section 551 of the Act granted to the Directors to allot shares or equity securities and grant Rights.

For the purposes of this Resolution 10 and Resolution 11 below, "rights issue" means an offer to ordinary shareholders in proportion (as nearly as practicable) to their existing holdings (and, if applicable, to the holders of any other class of equity securities in the capital of the Company in accordance with the rights attached to such class or, subject to such rights, as the Directors otherwise consider necessary) to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange.



### **Resolution 13**

That, in accordance with section 366 of the Act, the Company and all companies that are subsidiaries of the Company at any time during the period for which this Resolution 13 has effect be and are hereby authorised to incur political expenditure (as defined in section 365 of the Act) not exceeding £50,000 in total during the period beginning with the date of the passing of this resolution and ending at the conclusion of the Company's 2019 AGM. The amount referred to in this resolution may comprise one or more sums in different currencies which, for the purposes of calculating any such amount, shall be converted at such rate as the Directors may, in their absolute discretion, determine to be appropriate.

### **SPECIAL RESOLUTIONS**

#### **Resolution 11**

That if Resolution 10 is passed, the Directors be authorised pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

(a) to the allotment of equity securities in connection with any rights issue, open offer or other pre-emptive offer (save that, in the case of an allotment pursuant to the authority granted by paragraph (b) of Resolution 10, such power shall be limited to the allotment of equity securities in connection with a rights issue), open for acceptance for a period determined by the Directors, to ordinary shareholders in proportion (as nearly as practicable) to their existing holdings (and, if applicable, to the holders of any other class of equity securities in the capital of the Company in accordance with the rights attached to such class or, subject to such rights, as the Directors otherwise consider necessary), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange; and

(b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this Resolution 11) up to a nominal amount of £119,748.08, representing approximately 5 per cent of the nominal value of the Company's existing issued ordinary share capital as at 19 March 2018, being the latest practicable date prior to the publication of this Notice,

such authority to expire at the end of the Company's 2019 AGM or, if earlier, at the close of business on 1 September 2019, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

#### **Resolution 12**

That if Resolution 10 is passed, the Directors be authorised pursuant to sections 570 and 573 of the Act in addition to any authority granted under Resolution 11 to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

(a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £119,748.08, representing approximately 5 per cent of the nominal value of the Company's existing issued ordinary share capital as at 19 March 2018, being the latest practicable date prior to the publication of this Notice; and

(b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company

determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the end of the Company's 2019 AGM or, if earlier, at the close of business on 1 September 2019 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

#### **Resolution 14**

That the Company generally and unconditionally be authorised for the purposes of section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of the Company's existing issued ordinary share capital on such terms and in such manner as the Directors may from time to time determine, provided that:

(a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 23,949,616 shares, being approximately 10 per cent of the Company's existing issued ordinary share capital as at 19 March 2018, being the latest practicable date prior to the publication of this Notice;

(b) the minimum price (exclusive of expenses) that may be paid is one pence for each ordinary share being the nominal value thereof;

(c) the maximum price (exclusive of expenses) which may be paid for such shares for so long as the Company's ordinary shares are listed on the Official List shall be the higher of (i) an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately before the purchase is made; and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 14 will be carried out);

(d) the authority hereby conferred shall (unless previously renewed, varied or revoked) expire on the earlier of the Company's 2019 AGM and 1 September 2019; and

(e) the Company may enter into a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority; and may make a purchase of its ordinary shares in pursuance of any such contract as if this authority had not expired.

#### **Resolution 15**

That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.